

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

23204-111111  
RECORDED  
APR 09 '03 3:32 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

April 9, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (Schedule No. 35), dated as of March 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21201
Lessee:	Norfolk Southern Railway Company 3 Commercial Place Norfolk, VA 23510

A description of the railroad equipment covered by the enclosed document is:

1 locomotive NS 5568

Mr. Vernon A. Williams  
April 9, 2003  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease (Schedule No. 35)

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

23204-TTTTTT  
FILED

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

**APR 09 '03 3:32 PM**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE dated as of March 31, 2003 is between ALLFIRST BANK, a Maryland state chartered commercial bank (the "Lessor") and Norfolk Southern Railway Company, a Virginia Corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain locomotives identified on Schedule 1 attached hereto (the "Locomotives") under Equipment Schedule No. 35 to that certain Equipment Lease Agreement dated as of October 25, 2000 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

NORFOLK SOUTHERN RAILWAY COMPANY

By: William J. Romig

Name: William J. Romig

Title: Vice President & Treasurer

STATE OF VIRGINIA )

) ss:

CITY OF NORFOLK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Norfolk on the 27 day of March, 2003 by William J. Romig, as Vice President & Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation.

Sandra J. Kirby

Notary Public

My commission expires: 3-31-06

[Notarial Seal]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

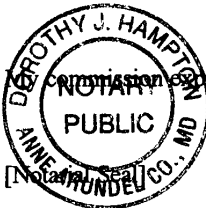
By: [Signature]  
Name: Richard M. Folio  
Title: Vice President

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore on the 29<sup>th</sup> day of March, 2003 by Richard M. Folio, as Vice President of ALLFIRST BANK, a Maryland state-chartered commercial bank, on behalf of the bank.



Commission Expires: DOROTHY J. HAMPTON  
NOTARY PUBLIC ANNE ARUNDEL CO., MD  
My Commission Expires 11/15/2005

[Signature]  
Notary Public

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

<b>MANUFACTURER</b>	<b>MODEL</b>	<b>TYPE</b>	<b>PRE- REFURBISHMENT ROAD NO.</b>	<b>SERIAL NO.</b>	<b>POST- FURBISHMENT ROAD NO.</b>
General Motors	GP38	2000 H.P., 4 axle, Locomotive	NS 2783	7240-31	NS 5568